

DEC 11 1980-12 22 PM

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INTERSTATE COMMERCE COMMISSION

LETTER OF TRANSMITTAL
INTERSTATE COMMERCE COMMISSION

U-346A001

Secretary of the Interstate
Commerce Commission
Constitution and 12th Streets, N.W.
Washington, D.C. 20423

No. 1 DEC 11 1980

Date.....

Fee \$.....

Dear Sir:

ICC Washington, D. C.

DEC 11 12 20 PM '80
DOCK FILES
BRANCH

Pursuant to Part 1116 of the regulations of the
Interstate Commerce Commission, 49 CFR Part 1116, I hereby
request that you record under 49 U.S.C. §11303 the following
supplements: (i) a certain Equipment Trust Agreement Supplement
dated as of July 31, 1980 to the Equipment Trust Agreement between
Continental Illinois National Bank and Trust Company of Chicago,
as Trustee (the "Trustee"), and Transportation Corporation of
America, an Illinois corporation (the "Company") filed as
Document No. 12221 on September 24, 1980 at 11:05 a.m., and (ii)
a certain Assignment Supplement dated as of July 31, 1980 to
the Assignment from the Company to the Trustee filed as Document
No. 12221-A on September 24, 1980 at 11:05 a.m., and (iii) a cer-
tain Equipment Trust Agreement Supplement No. 1 dated as of
September 25, 1980 executed by the Company and the Trustee and
filed as Document No. 12221-B on November 18, 1980 at 11:55 a.m.

I am President of Transportation Corporation
of America and have knowledge of the matters set forth herein.

The parties to the instant transaction, and their
addresses are as follows:

VENDOR

Thrall Car Manufacturing Company
Post Office Box 218
Chicago Heights, Illinois 60411
Attn.: President

Count - 1
CT. Kanner

TRUSTEE-LESSOR

Continental Illinois National Bank
and Trust Company of Chicago
30 North LaSalle Street
Chicago, Illinois 60690
Attn.: Corporate Trust Department

LESSEE

Transportation Corporation of America
Post Office Box 218
Chicago Heights, Illinois 60411
Attn.: President

The equipment covered by the Equipment Trust Agreement Supplement and the Assignment Supplement are 140 one-hundred ton covered hopper cars and 240 one-hundred ton gondola cars. The A.A.R. mechanical designation, the car numbers, and the sublessee of said equipment is listed in more detail in Exhibit A attached hereto.

Enclosed herewith are the original and 5 counterparts of the Equipment Trust Agreement Supplement and the Assignment Supplement. The extra counterparts should be returned to Mr. Donn Beloff of Schiff Hardin & Waite.

A \$20.00 check, payable to the Interstate Commerce Commission, also is enclosed to cover the required recordation fee.

Very truly yours,

TRANSPORTATION CORPORATION OF
AMERICA

Dated: December 10, 1980

By

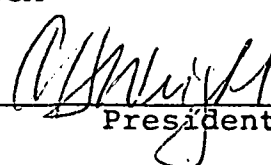

President

EXHIBIT A

<u>Type of Car</u>	<u>AAR Mechanical Designation</u>	<u>No. of Cars</u>	<u>Cost Per Car</u>	<u>Total Cost</u>	<u>Lessee</u>	<u>ICC Recordation No.</u>	<u>Date</u>	<u>Lease And/Or Rider Date</u>	<u>Term (Yrs.)</u>	<u>Car Numbers (Both Inclusive)</u>
5950 Cu. Ft. 100-Ton Covered Hopper	L0	10	\$61,550	\$ 615,498	Degussa Corporation, Alabama Group	8095B	10-2-79	3-15-79	15	TCAX 40011 through TCAX 40020
52'6", 100-Ton Gondola	GB	150	40,581	6,087,150	Illinois Terminal RR Co.	6725E	3-14-80	2-27-80	5	ITC 3900 through ITC 4049
52'6" 100-Ton Gondola	GB	90	41,150	3,703,500	Funding Systems Rail Cars Leasing, Inc.	11910	6-16-80	6-10-80	15	OCTR 5000 through OCTR 5075 & WSOR 5000 through WSOR 5013
4750 Cu. Ft. 100-Ton Covered Hopper	L0	125	46,526	5,815,689	Union Equity Cooperative Exchange, Enid, OK	11919	6-23-80	11-30-79	7	TCAX 60601 through TCAX 60725
4750 Cu. Ft. 100-Ton Covered Hopper	L0	5	41,000	205,000	Kimball County Grain Cooperative, Kimball, NE	12294	10-14-80	9-17-80	3.75	TCAX 60315 through TCAX 60319
		<u>380</u>		<u>\$16,426,837</u>						

12-3-80

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Mr. Donn Beloff
Schiff Hardin & Waite

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/11/80 at 12:25PM , and assigned re-recording number(s). 12221-C & 12221-D

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

DEC 11 1980-12 23 P.M.

IN. STATE COMMERCE COMMISSION

EQUIPMENT TRUST AGREEMENT SUPPLEMENT

NO. 2

Equipment Trust Agreement Supplement dated as of July 31, 1980 ("this Supplement") from TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation ("the Company"), to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee (the "Trustee").

Whereas, the Company and the Trustee have executed and delivered a certain Equipment Trust Agreement dated as of July 31, 1980 (the "Equipment Trust Agreement");

Whereas, The Equipment Trust Agreement was filed and recorded with the Interstate Commerce Commission under Section 11303 of Title 49 of the United States Code on September 24, 1980 as Document No. 12221.

Whereas, an Equipment Trust Agreement Supplement No. 1 was recorded with the Interstate Commerce Commission under Section 11303 of Title 49 of the United States Code on November 18, 1980 as Document No. 12221-B; and

Whereas, the Company has (i) agreed to sell, transfer, and deliver to the Trustee under the Equipment Trust Agreement certain equipment therein described, including the equipment described in Supplemental Schedule A hereto (the "Supplemental Equipment") and (ii) agreed to assign and grant to the Trustee under the Equipment Trust Agreement a security interest in and to certain leases therein described, including the leases of certain items of Trust Equipment (as defined in the Equipment Trust Agreement) described in Supplemental Schedule B hereto (the "Supplement Leases").

[Filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on _____, 19____, at _____m., recordation number_____.]

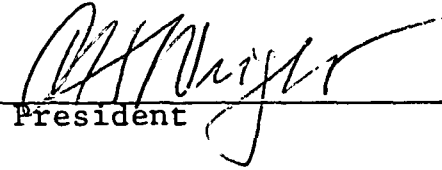
NOW, THEREFORE, in consideration of the premises,
Company does hereby agree as follows:

The Company has, in and by the Equipment Trust Agreement sold transferred and assigned to the Trustee the Supplemental Equipment and granted to the Trustee a security interest in all of the Company's right, title, and interest in and to the Supplement Leases. This Supplement evidences and confirms the subjection of such Supplemental Equipment and Supplement Leases to the rights and security interest of the Trustee created by the Equipment Trust Agreement. To the extent, if any, that the Equipment Trust Agreement may not be effective in transferring such Supplemental Equipment to the Trustee and granting a security interest to the Trustee in such Supplement Leases, the Company does by this Supplement hereby sell, transfer, and deliver to the Trustee the Supplemental Equipment described in Supplemental Schedule A hereto and grant to the Trustee a security interest in the Supplement Leases described in Supplemental Schedule B hereto, all upon the terms set forth in the Equipment Trust Agreement.

IN WITNESS WHEREOF, the Company has caused this Equipment Trust Agreement Supplement to be executed and delivered this 31st day of July, 1980.


TRANSPORTATION CORPORATION OF
AMERICA

By


Its President

ATTEST:

By


Its Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 31st day of July, 1980, before me personally appeared C. W. Wright and John M. Hartigan, to me personally known, who being by me duly sworn, say that they are the President and Assistant Secretary of TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)

My commission expires October 11, 1982.

SUPPLEMENTAL SCHEDULE A

Type of Car	AAR Mechanical Designation	No. of Cars	Cost Per Car	Total Cost	Lessee	ICC Recordation No. Date	Lease And/Or Rider Date	Term (Yrs.)	Car Numbers (Both Inclusive)
5950 Cu. Ft. 100-Ton Covered Hopper	LO	10	\$61,550	\$ 615,498	Degussa Corporation, Alabama Group	80958 10-2-79	3-15-79	15	TCAX 40011 through TCAX 40020
52'6", 100-Ton Gondola	GB	150	40,581	6,087,150	Illinois Terminal RR Co.	6725E 3-14-80	2-27-80	5	ITC 3900 through ITC 4049
52'6" 100-Ton Gondola	GB	90	41,150	3,703,500	Funding Systems Rail Cars Leasing, Inc.	11910 6-16-80	6-10-80	15	OCTR 5000 through OCTR 5075 & WSOR 5000 through WSOR 5013
4750 Cu. Ft. 100-Ton Covered Hopper	LO	125	46,526	5,815,689	Union Equity Coopera- tive Exchange, Enid,OK	11919 6-23-80	11-30-79	7	TCAX 60601 through TCAX 60725
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		<u>380</u>		<u>\$16,426,837</u>					

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SUPPLEMENTAL SCHEDULE B

<u>No. of Cars</u>	<u>Lessee</u>	<u>Lease and/or Rider Date</u>	<u>Initial Lease Term (Years)</u>	<u>ICC Recordation</u>	
				<u>No</u>	<u>Date</u>
10	Degussa Corporation, Alabama Group	3-15-79	15	80958	10-2-79
150	Illinois Terminal RR Co.	2-27-80	5	6725E	3-14-80
90	Funding Systems Rail Cars Leasing, Inc.	6-10-80	15	11910	6-16-80
125	Union Equity Cooperative Exchange, Enid, OK	11-30-79	7	11919	6-23-80
5	Kimball County Grain Cooperative, Kimball, NE	9-17-80	3.75	12294	10-14-80
<u>380</u>					

12-3-80